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and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	:
	:
Debtors.	:
	:
	:
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**Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)**

**CERTIFICATE OF NO OBJECTION UNDER 28 U.S.C. § 1746 REGARDING
DEBTORS' APPLICATION, AND SUPPLEMENT TO THE APPLICATION,
PURSUANT TO SECTIONS 327(e) AND 328(a) OF THE BANKRUPTCY CODE
AND RULE 2014 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
FOR AUTHORIZATION TO EMPLOY AND RETAIN JONES DAY AS SPECIAL
COUNSEL TO THE DEBTORS, NUNC PRO TUNC TO THE ENGAGEMENT DATES**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the Amended Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures [Docket No. 2837] (the "Amended Case Management Order"), the undersigned hereby certifies as follows:

1. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the

“Debtors”), filed an Application, Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure for Authorization to Employ and Retain Jones Day as Special Counsel to the Debtors, Nunc Pro Tunc to the Engagement Dates, dated February 4, 2009 [**Docket No. 2725**] (the Original Application”), and a Supplement to the Application of the Debtors Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure for Authorization to Employ and Retain Jones Day as Special Counsel to the Debtors, Nunc Pro Tunc to the Engagement Dates, on February 20, 2009 [**Docket No. 2883**] (the “Supplement” and with the Original Application the “Application”), with this Court.

2. In accordance with the Amended Case Management Order, February 24, 2009 at 5:00 p.m. (Prevailing Eastern Time) was established as the deadline for parties to object or file a response to the Motions (the “Objection Deadline”). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections have been filed prior to the objection deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Objection Deadline has now passed and, to the best of my knowledge, no objection or other responsive pleading to the Application have been filed with the Court on the dockets of the above-referenced cases in accordance with the procedures set forth in Amended Case Management Order, nor has any objection or other responsive pleading with respect to the Application been served on Debtors’ counsel.

4. Accordingly, for the reasons set forth in the Application, the Debtors respectfully request that the proposed Order annexed hereto as Exhibit A, and unmodified

since the filing of the Supplement, be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: February 24, 2009
New York, New York

/s/ Richard P. Krasnow
Richard P. Krasnow

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and Debtors in Possession

EXHIBIT A

(Proposed Order – Docket No. 2883)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	:
	:
Debtors.	:
	:
	:
-----X	

**AMENDED ORDER PURSUANT TO SECTIONS 327(e)
AND 328(a) OF THE BANKRUPTCY CODE AUTHORIZING
THE EMPLOYMENT AND RETENTION OF JONES DAY AS SPECIAL
COUNSEL TO THE DEBTORS, *NUNC PRO TUNC* TO THE ENGAGEMENT DATES**

Upon consideration of the application, dated February 4, 2009,¹ and the supplement, dated February 20, 2009 (the “Supplement” and collectively with said application the “Application”), of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors”), pursuant to sections 327(e) and 328(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) for authorization to employ and retain Jones Day as special counsel to the Debtors *nunc pro tunc* to the Engagement Dates; and upon the Declaration of Simon Powell, a partner of Jones Day (the “Powell Declaration”), filed in support of the Application; and the Court being satisfied, based on the representations made in the Application and the Powell Declaration, that Jones Day represents no interest adverse to the Debtors or the Debtors' estates with respect to the matters upon which it is to be engaged, under section 327 of the Bankruptcy

¹ Capitalized terms that are used but not defined in this order have the meanings ascribed to them in the Application.

Code as modified by section 1107(b); and the Court having jurisdiction to consider the Application, and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Application, and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application and the Supplement having been provided in accordance with the procedures set forth in the order entered September 22, 2008 governing case management and administrative procedures [Docket No. 285] to (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) all parties who have requested notice in these chapter 11 cases, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Application, is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is approved; and it is further

ORDERED that pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, the Debtors are hereby authorized to employ and retain Jones Day as special counsel to the Debtors on the terms set forth in the Application, and this order, effective *nunc pro tunc* to the Engagement Dates, for the Representative Matters identified in the Application, and effective as

of the date of entry of this order for the matters identified in the Supplement and in accordance with Jones Day's customary rates in effect from time to time and its disbursement policies; and it is further

ORDERED that Jones Day shall apply for compensation and reimbursement of expenses in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, the Local Rules and orders of the Court, guidelines established by the U.S. Trustee, and such other procedures as may be fixed by order of this Court, including but not limited to the Court's Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals.

Dated: February __, 2009
New York, New York

UNITED STATES BANKRUPTCY JUDGE